

Form ADV Part 2A & 2B

March 28, 2017



This brochure provides information about the qualifications and business practices of CLS Investments, LLC ("CLS"). If you have any questions about the contents of this brochure, please contact us at 888-455-4244 or www.clsinvest.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

CLS is a registered investment adviser with the SEC. Registration as an investment adviser does not imply any certain level of skill or training. Additional information about CLS is also available on the SEC's website at www.adviserinfo.sec.gov. The SEC's web site also provides information about anyone affiliated with CLS who is registered as an investment adviser representative of CLS.

CLS Investments, LLC
17605 Wright St. Omaha, NE 68130

CLSinvest.com
toll-free 888-455-4244
fax 402-493-2811

CLS Investments, LLC
Form ADV Part 2A
17605 Wright Street, Omaha, Nebraska 68130
402-493-3313
www.clsinvest.com
March 28, 2017

This brochure provides information about the qualifications and business practices of CLS Investments, LLC ("CLS"). If you have any questions about the contents of this brochure, please contact us at 888-455-4244 or www.clsinvest.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

CLS is a registered investment adviser with the SEC. Registration as an investment adviser does not imply any certain level of skill or training. Additional information about CLS is also available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about anyone affiliated with CLS who is registered as an investment adviser representative of CLS.

Currently, our brochure may be requested by contacting us at 888-455-4244 or at clssg1@clsinvest.com. Our brochure is also available on our website at www.clsinvest.com, free of charge.

Item 2 Material Changes

This brochure is dated March 28, 2017. The date of the last brochure was November 1, 2016. Since November 1, 2016, this brochure amends the following items:

- The following adjustments were made to the strategies listed in Item 8:
 - The Thematic Growth Strategy was added.
 - The ETF Protection strategy was removed.
 - The account minimums were adjusted. The updated minimums can be found in the Custodian Guide.
- CLS no longer serves as a sub-adviser to Rydex Variable Trust, so references to the “Sub-Advised Funds” were removed throughout this brochure.
- Information was added to Item 14 to discuss arrangements where CLS provides advisory services to client accounts through self-directed brokerage windows that do not permit the withdrawal of advisory fees. In those instances, CLS may utilize our Affiliated Fund strategies and a pay a solicitor fee out of the advisory fee received by CLS from the Affiliated Funds.
- CLS no longer bills clients more than six months in advance, so CLS is no longer required to include a balance sheet in Item 18.

Item 3 Table of Contents

Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents.....	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	7
Item 6	Performance-Based Fees and Side-by-Side Management	14
Item 7	Types of Clients.....	15
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss.....	16
Item 9	Disciplinary Information	31
Item 10	Other Financial Industry Activities and Affiliations	32
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	34
Item 12	Brokerage Practices	36
Item 13	Review of Accounts.....	39
Item 14	Client Referrals and Other Compensation.....	40
Item 15	Custody	42
Item 16	Investment Discretion.....	43
Item 17	Voting Client Securities.....	44
Item 18	Financial Information.....	45

Item 4 Advisory Business

CLS Investments, LLC ("CLS") was founded in Omaha, Nebraska in 1989 and is a wholly-owned subsidiary of NorthStar Financial Services Group, LLC ("NorthStar"). An investment entity controlled and managed by TA Associates, L.P. and its affiliates ("TA") owns a majority interest of NorthStar and each of its subsidiaries, including CLS.

Throughout this brochure, "we," "us" or "our" refers to CLS and "you" or "your" refers to the client or prospective client with whom we have entered into an agreement to provide our advisory services. As used in this brochure, "**Affiliated Funds**" refer to series of the AdvisorOne Funds trust, an open-end management investment company, commonly known as a "mutual fund", registered under the Investment Company Act of 1940 that are advised or managed by us. For more information regarding our **Affiliated Funds**, please refer to Item 10.

ADVISORY SERVICES

We provide investment advice to individuals, pension, retirement, educational savings and profit sharing plans, endowments, other pooled investment vehicles, trusts, estates, charitable organizations, corporations or other business entities, and state or municipal government entities. Our investment management services are available directly at CLS through accounts maintained at a qualified custodian, through employer sponsored retirement plans, and on select platforms. We also serve as an investment adviser to mutual funds.

A. Investment Management

We primarily provide investment management by partnering with unaffiliated investment advisers and working through their financial representatives ("Solicitors") to offer investment strategies for clients who wish to utilize our services. We may also offer certain investment management services directly to certain clients. We tailor an investment portfolio designed for you based on the management strategy you select. The process begins when you work with your Solicitor to fill out a Client Profile and Investment Advisory Agreement and select your appropriate strategy. The Client Profile will help you to clarify your financial objectives and goals and establish your tolerance to risk. The Client Profile is used as the primary reference for managing your portfolio. You may also indicate any special instructions or limitations that you request us to follow in managing your assets.

Each investment strategy gives us discretion to provide continuous investment advice based on your individual objectives and needs. We utilize various security products including: mutual funds, variable annuities, exchange traded funds, bonds, equities and/or other securities in association with the investment strategy selected by you. For a description of the management style and products utilized for each strategy, please see Item 8.

Through our daily monitoring of asset class segments return and risk factors, we may change your portfolio asset mix in order to help you meet your objectives. It is our intent to maintain a risk exposure in accordance with your strategy and objectives by using the various investment choices available under the strategy selected by you.

To help us provide accurate and timely management of your invested assets, we ask that you establish a custodial account with a designated custodian. Your custodian maintains physical custody and the underlying records for the assets held in your account. Your assets may be held at a number of qualified custodians, including a bank or savings association, a broker/dealer or an independent custodian selected by you. We do not serve as the custodian for your managed assets; however, we do have an affiliated custodian, Constellation Trust Company ("CTC"). You will be solely responsible for paying all the fees and charges of the custodian as stated in your agreement with your custodian. In order to facilitate our management services, we have entered into an agreement with CTC to waive some of their customary charges; however, you are under no obligation to select CTC as your custodian and you are free to select any of the custodians we are able to work with.

You may, at any time, contact your custodian directly to obtain your account balance or take immediate action regarding your account; however, according to your investment advisory agreement with us, you must also provide us notice of your intentions so we do not take actions contrary to your objectives. For example, if you deposit additional funds into your account, CLS may automatically invest these funds pursuant to your investment objectives unless you notify us otherwise. We are not responsible for accurate reporting if you fail to provide us accurate information. We strive to maintain your account data as accurately as possible; however, we rely on accurate reporting provided to us by you and your custodian through electronic or other means. We are not responsible for inaccurate data provided to us by you or by your custodian. You must promptly submit to us in writing any changes to your Client Profile, or any changes to any information you have provided to us regarding the management of your assets. Alternatively, upon providing evidence of a validly executed limited power of attorney, your Solicitor may submit non-material changes on your behalf.

Maintaining proper records and documentation regarding your account is important to us. As a client, you are able to access our website at www.clsinvest.com and view your account information. General information for how to obtain secured web access to your account is given to you after we accept your account. In addition, our customer service center is available to answer any questions regarding your account at (888) 455-4244.

B. AutoPilot

AutoPilot is an online automated asset management platform that utilizes CLS's Investment Management service. Through a partnership with Riskalyze, Inc. ("Riskalyze"), CLS offers AutoPilot to utilize our services through your Solicitor(s). To begin, your Solicitor(s) will direct you to a website where you can complete a risk tolerance questionnaire through Riskalyze. CLS then relies on your responses to the Riskalyze questionnaire to invest your account in a CLS strategy in accordance with your risk tolerance and financial objectives.

C. (k)Star Retirement Solutions

Through our (k)Star Retirement Solutions program we provide investment management services to retirement plan sponsors for the benefit of individual participants in retirement plans. By partnering with unaffiliated investment advisers and various third party administrators and record keepers, we provide investment management services designed for retirement plans that are trustee directed and/or permit plan participants the ability to self-direct their own investments and select customized

professional investment management of their individual plan assets. Through this program, CLS works with both defined contribution plans and defined benefit plans.

D. Other Advice

CLS also provides discretionary and non-discretionary investment advisory services, which are tailored to your individual needs. Pursuant to written agreements, CLS may provide recommendations and investment advice regarding investment strategies to educational savings plans and to individual clients through brokerage platforms. The investment advice may include model portfolio holdings and/or weighting and other information regarding the construction and maintenance of portfolios. CLS may also provide advice concerning the submission of trades on behalf of certain client portfolios pursuant to written agreements with other investment management firms, clients, or others.

Wrap Fee Program

In addition to the advisory business described above, we also participate in wrap fee programs that are described in more detail in Item 8 below. Under the wrap fee programs, investment advice and costs of trade executions are provided to clients for an all-inclusive wrap fee. This means that under wrap fee programs, we pay the trading costs out of the advisory fee that we receive from you. The wrap fee program is limited to specific strategies and is only available at select custodians.

As of December 31, 2016, we managed approximately \$5,807,812,291 of client assets on a discretionary basis, and approximately \$1,266,310,358 on a non-discretionary basis.

Item 5 Fees and Compensation

For our services, we charge an advisory fee based on a percentage of the value of your assets managed by CLS. Our advisory fee is billed either in advance or in arrears, on a quarterly basis, as specified in your Investment Advisory Agreement. A portion of the advisory fee we charge is paid out to your Solicitor (the "Solicitor Retained Portion") and the remainder of the fee is retained by CLS (the "CLS Retained Portion").

A. Investment Management

With the exception of variable annuity strategies or as otherwise noted herein, CLS's investment strategies are classified as either a wrap fee strategy or a non-wrap fee strategy. Wrap fee strategies are included as part of our wrap fee program and primarily utilize ETFs. Under the wrap fee programs, investment advice and costs of trade executions are provided to you for an all-inclusive wrap fee. At certain custodians, the ETFs we utilize may participate in the custodian's non-transaction fee program, and as a result, CLS will not pay a fee for purchasing these ETFs. We took these programs into account when setting the fee for our wrap fee schedule. Non-wrap fee strategies primarily utilize mutual funds. Since these strategies are not included as part of CLS's wrap fee program, you are responsible for costs of trade execution in addition to the fee you pay to CLS. However, to the extent available, CLS utilizes mutual funds that do not charge trade execution fees. In certain instances, we may utilize mutual fund share classes that are slightly more expensive than the cheapest available share class, in order to utilize funds that do not charge you trade execution fees. We only do this when we believe it is cheaper for you to invest in a more expensive share class and not pay transaction fees. For additional information about which strategies are included as part of our wrap fee program, please see Item 8.

Wrap Fee Schedule. For accounts that utilize strategies that are included in our wrap fee program, you will be charged the following annual fee based upon the total amount of assets enrolled in our wrap fee strategies:

Assets	Total Advisory Fee	CLS Retained Portion	Solicitor Retained Portion
First \$50,000	2.00%	0.75%	1.25%
Next \$450,000	1.85%	0.60%	1.25%
Next \$500,000	1.80%	0.55%	1.25%
Assets over \$1,000,000	1.75%	0.50%	1.25%

Non-Wrap Fee Schedule. For accounts that utilize non-wrap strategies, you will be charged the following annual fee based upon the total amount of assets enrolled in our non-wrap fee strategies:

Assets	Total Advisory Fee	CLS Retained Portion	Solicitor Retained Portion
First \$50,000	1.85%	0.60%	1.25%
Next \$450,000	1.70%	0.45%	1.25%
Next \$500,000	1.65%	0.40%	1.25%
Assets over \$1,000,000	1.60%	0.35%	1.25%

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

As further discussed in the Affiliated Funds section below, certain strategies invest in “Affiliated Funds” which are funds that we advise or manage. For assets placed in Affiliated Funds, CLS and its affiliates will earn fees directly from the Affiliated Funds for providing separate services to the Affiliated Funds. As described in the AdvisorOne Funds prospectus, the Affiliated Funds expenses are subject to fees of up to 1.15%, which represents the highest amount of all direct operating expenses of the Affiliated Funds. Included in these operating expenses is the management fee CLS receives for managing the Affiliated Funds. Because CLS and/or its affiliates receive fees for services provided to the Affiliated Funds, the Total Advisory Fee paid by you as disclosed in the Non-Wrap Fee Schedule above will not include the CLS Retained Portion of the advisory fee to the extent you are invested in the Affiliated Funds as part of your selected strategy. For example, if one hundred percent (100%) of your assets will be invested in Affiliated Funds, the CLS Retained Portion would be zero percent (0%) and the maximum Total Advisory Fee you would pay for your managed account would be the 1.25% Solicitor Retained Portion, which would all be paid by CLS to your Solicitor. CLS would receive its compensation from the Affiliated Funds in which your assets are invested and CLS and/or its affiliates receive up to a maximum of 1.15% from their services provided to the Affiliated Funds.

Variable Annuities. For variable annuities managed by CLS utilizing our VA Managed strategy, you will be charged the following annual fee based upon the total amount of assets enrolled in the strategy:

Assets	Total Advisory Fee	CLS Retained Portion	Solicitor Retained Portion
Less than \$250,000	2.30%	1.15%	1.15%
\$250,000 but less than \$500,000	2.05%	1.025%	1.025%
\$500,000 but less than \$750,000	1.80%	0.90%	0.90%
\$750,000 but less than \$1,000,000	1.55%	0.775%	0.775%
\$1,000,000 or more	1.30%	0.65%	0.65%

CLS’s investment management of the assets contained within a variable annuity are separate and distinct services from the purchase of a variable annuity. As an investment adviser, CLS does not receive a fee from the sale of an annuity product. If the advisory fee charged by CLS is withdrawn directly from your annuity, it may impact any riders under your variable annuity contract. Please contact your variable annuity provider to determine the impact CLS’s advisory fees will have on your variable annuity.

Dual Core and Satellite. For accounts managed by CLS utilizing our Dual Core and Satellite Strategy, you will be charged the following **(net)** annual fee based upon the total amount of assets enrolled in the strategy:

Assets Under Management	Advisory Fee
Less than \$75,000	2.00%*
\$75,000 but less than \$500,000	2.33%**
\$500,000 or more	2.65%

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

**The Flat Rate Annual Percentage represents a net fee paid by your account and assumes a maximum 100% investment in Affiliated Funds. (The fee is calculated as follows: 3.15% total advisory fee, less 1.15% Affiliated Fund offset for 100% of the portfolio equals a maximum 2.00% net advisory fee.)*

*** The Flat Rate Annual Percentage represents a net fee paid by your account and assumes a maximum 55% investment in Affiliated Funds. (The fee is calculated as follows: 2.96% total advisory fee, less 1.15% Affiliated Fund offset for 55% of the portfolio equals a maximum 2.33% net advisory fee.)*

B. AutoPilot

For accounts opened through the AutoPilot platform, you will be charged the following annual fee based upon the total amount of assets managed through the platform:

Total Advisory Fee	CLS Retained Portion	Solicitor Retained Portion
1.25%	0.25%	1.00%

CLS primarily utilizes mutual funds and ETFs for accounts managed through the AutoPilot platform. When executing ETF transactions, you are responsible for costs of trade execution in addition to the fee you pay to CLS. However, to the extent available, CLS utilizes ETFs that do not charge trade execution fees. Custodians may require a minimum holding period for securities purchased commission-free through this strategy. Consequently, you may be charged a short-term trading fee if the minimum holding period is not met. Please contact your custodian for more information regarding these fees.

C. (k)Star Retirement Solutions

For investment management services provided through CLS's (k)Star Retirement Solutions, you will be charged an annual fee based upon the total amount of assets managed by CLS. CLS's fee will be based upon the size of the plan assets, the complexity of the plan, the services provided by CLS, and the potential for additional deposits.

If you are invested in the Affiliated Funds as part of your selected strategy through a (k)Star Retirement Solution, please refer to the Non-Wrap Fee Schedule and the "Affiliated Funds" section of this Item 5.

D. Other Advice

Investment advice and recommendations and non-discretionary advisory services provided to educational savings plans and to individual clients are done pursuant to written agreements. The fees for these services are negotiated based upon the services provided by CLS and the levels of assets under management. When CLS provides model portfolio allocations, a portion of the model allocations may be managed utilizing investment research and portfolio models provided by third parties; therefore, a portion of the advisory fee paid to us may be used to compensate these third party providers. Under some circumstances, an annual charge applies for set up and maintenance. In addition, we may offer portfolio design, allocations and sub-advisory services utilizing Affiliated Funds for little or no cost to other investment advisers and broker/dealers. As discussed further in Item 6, CLS may charge a

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

performance based fee to certain clients. The fees for providing advice concerning the submission of trades on behalf of certain client portfolios are negotiated based upon the services provided.

BILLING METHOD

Advisory fees may be deducted directly from your account, or in some circumstances, you may be billed directly for such fees. Advisory fees billed in advance are based on the market value of all your assets under management on the last trading day of each advisory fee period, unless otherwise specified. If your advisory fees are billed in advance, you may also be billed for additional monies added to your account during the advisory fee period. No adjustments to your advisory fee will be made for monies withdrawn during the advisory fee period; however, upon termination, CLS will issue you a prorated refund of all unearned advisory fees that were paid in advance. Advisory fees billed in arrears will generally be determined based on your account balance on a daily basis unless otherwise specified. Please refer to your Investment Advisory Agreement, including attached addendums and schedules, to determine the manner your advisory fees will be calculated and billed. In any partial advisory fee cycle, your advisory fee will be pro-rated based on the number of days your assets are under management for the applicable period.

The advisory fees paid to us represent fees for management of your account and are separate from any other fees and expenses charged by other parties, including brokerage, custodian, and other transaction costs; therefore, the advisory fees shown in this Form ADV represent only the fees paid to us and do not reflect operating expenses and other costs charged by the mutual funds, variable annuities or other products you may be invested in and it is important you understand that these expenses and costs are ultimately borne by you, as the shareholder. In addition, mutual funds or variable annuities may charge contingent deferred sales charges ("CDSC") on withdrawals. We are not responsible for any CDSC charges incurred through our management of your portfolio or for any transaction costs incurred while managing your assets, unless transaction costs are covered as part of our wrap fee program. A complete description of all fees and expenses of the securities in which you are invested are contained in the relevant prospectuses. We also advise you to carefully review your custody agreement with your custodian as there may be custodial fees, transaction fees and other service fees charged to you by your custodian.

The advisory fee schedules listed above are our standard rates. Actual fees, and/or the portion of the advisory fee retained by CLS and your Solicitor, may vary. Please refer to your Investment Advisory Agreement, including attached addendums and schedules, to determine your advisory fee. The standard fee schedules listed above and minimum account sizes for our strategies described in more detail in Item 8 below are **negotiable** based upon the services provided and your circumstances and financial situation. As a result, clients with similar assets may have differing fee schedules and pay different fees. You may request that related accounts be combined in order to meet fee break points and reduce the advisory fee charged. We reserve the right to waive or reduce the advisory fee for certain accounts such as employee accounts and personal accounts of Solicitors who refer business to us. Clients who negotiate a flat fee schedule may or may not pay a higher fee than those who pay under a tiered schedule, depending on asset levels. Accounts enrolled in a CLS strategy prior to April 1, 2015 may be billed under a different fee structure than the one described above. These accounts are grandfathered into our prior billing arrangements. However, you may contact CLS to transition your account to the bill structure described above at any time. Additionally, upon our discontinuing the

strategy you are invested in or a significant decrease in your account size and your inability to meet our account minimum for your current strategy, we reserve the right to re-assign your account, upon notice to you, to a more suitable CLS strategy provided that your account is still managed pursuant to your financial objectives, goals and risk tolerance.

The same or similar investment advisory services may be available from other investment advisers for a lower fee.

Under some circumstances, our affiliated broker/dealer, Northern Lights Distributors, LLC, may receive customary compensation from mutual fund companies and/or variable annuity companies, including 12b-1 fees, for performing certain administrative and/or shareholder servicing related tasks associated with our clients' investment in such securities. In these circumstances, a conflict of interest is present since our broker/dealer affiliate may receive compensation based on the product chosen; however, the products used to manage the account are dictated by the strategy selected by the client and CLS is not involved in selecting the strategy.

Item 12 further describes the factors we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

AFFILIATED FUNDS

Certain of our strategies use investment options that are affiliated with CLS. "Affiliated Funds" are funds that we advise. Most of our Affiliated Funds are funds of funds, meaning they pursue their investment objectives by investing primarily in other investment companies that are not affiliated. For clients electing an Affiliated Funds Strategy, up to one hundred percent (100%) of your assets will be invested in Affiliated Funds. Our Hybrid Strategies utilize a specified combination of Affiliated Funds and non-affiliated investment options. For clients electing a Hybrid strategy, up to seventy-five percent (75%) of your assets will be invested in Affiliated Funds. Each of the Hybrid Strategies recites an initial percentage allocation to our Affiliated Funds.

For assets placed in Affiliated Funds, CLS and its affiliates will earn fees directly from the Affiliated Funds for providing separate services to the Affiliated Funds. As described in the AdvisorOne Funds prospectus, the Affiliated Funds expenses are subject to fees of up to 1.15%, which represents the highest amount of all direct operating expenses of the Affiliated Funds. Included in these operating expenses is the management fee CLS receives for managing the Affiliated Funds. Because CLS and/or its affiliates receive fees for services provided to the Affiliated Funds, the Total Advisory Fee paid by you as disclosed in the Non-Wrap Fee Schedule will not include the CLS Retained Portion of the advisory fee. CLS receives its compensation from the Affiliated Funds in which your assets are invested and CLS and/or its affiliates receive up to a maximum of 1.15% from their services provided to the Affiliated Funds. Because markets fluctuate and the exact allocation to our Affiliated Funds in Hybrid strategies will fluctuate along with the market, we use the maximum allocation to Affiliated Funds for purposes of calculating the amount of assets excluded from the CLS Retained Portion of the advisory fee. The table below lists the CLS Retained Portion of the advisory fee for strategies that utilize Affiliated Funds:

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

Strategy	Allocation to Affiliated Funds	First \$50,000	Next \$450,000	Next \$500,000	Assets above \$1,000,000
AdvisorOne Funds	100%	0.00%	0.00%	0.00%	0.00%
AdvisorOne Protection	100%	0.00%	0.00%	0.00%	0.00%
AdvisorOne Hybrid 75	75%	0.12%	0.09%	0.08%	0.07%
AdvisorOne Hybrid 50	50%	0.27%	0.20%	0.18%	0.16%
AdvisorOne Hybrid 30	30%	0.39%	0.29%	0.26%	0.23%
American Hybrid	30%	0.39%	0.29%	0.26%	0.23%
American Hybrid Protection	30%	0.39%	0.29%	0.26%	0.23%

You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please consult the applicable AdvisorOne Funds prospectus.

MINIMUM FEE

Accounts enrolled in our Wrap Fee Program that utilize certain Focused strategies will be assessed a minimum annual fee of \$400. CLS's Focused strategies may have higher turnover than our Risk Budgeted strategies and the minimum fee is necessary to offset the increased trading costs incurred by CLS. For purposes of calculating the minimum fee, CLS will only look at the CLS Retained Portion of the fee. The fee will be calculated at the household level, so if you have multiple accounts, fees paid for those accounts will be credited toward the calculation of the minimum annual fee. Please see Item 8 for additional information about which strategies are subject to this minimum fee.

TERMINATION OF ADVISORY AGREEMENT

We may terminate our Investment Advisory Agreement with you at any time by providing you with written notice. Likewise, you may terminate the Investment Advisory Agreement at any time by providing us with written notice. If your Investment Advisory Agreement is terminated within (5) five business days from the date of inception, all fees paid by you in advance will be promptly refunded to you. Should your Investment Advisory Agreement be terminated at any other time, you will receive a pro-rata refund of any prepaid fees. To cover administrative costs associated with terminating an account, CLS may impose an administrative fee of \$10 at the time of termination, which amount will be deducted from any advisory fee refunds owed by CLS to you. CLS reserves the right to waive the administrative fee (or any portion thereof) at its discretion. If your advisory fee refund amount is less than \$10, CLS will use your refund amount to offset the administrative fee and then waive any remaining balance. If you are billed in arrears for our services, any outstanding amounts owed to us for the period of time your assets were under our management shall become immediately due and payable upon termination.

As of the effective date of termination of our investment management services, we will have no obligation or authority to recommend or take any action with regard to your previously managed assets. You will bear the sole responsibility to work with your custodian for proper liquidation and/or

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

management of your assets upon termination. **Upon termination, we advise you to immediately contact your custodian to ensure your account is allocated according to your wishes.**

Item 6 Performance-Based Fees and Side-by-Side Management

CLS charges certain clients a performance fee, which is based upon a share of capital gains or capital appreciation of the assets of such client. Performance-based fees will only be charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 and/or applicable state regulations. In addition, it is CLS's policy not to retain any performance-based fees charged and to pass through any collected performance-based fees to third parties that provide investment research and/or advisory services to CLS in connection with its management of a client's account, as directed by the client. In order for CLS to be eligible for a performance-based fee, the account's performance must exceed a designated benchmark. If the account outperforms the designated benchmark, CLS receives a performance fee of up to 16% of the return in excess of the benchmark. The complete terms of CLS's advisory fee are disclosed in the Investment Advisory Agreement between you and CLS. The performance fees charged by CLS may be higher than the performance fees charged by other investment advisers for the same or similar services.

CLS's portfolio managers are responsible for managing performance-based fee accounts and accounts that are charged another type of fee. There are potential conflicts of interest CLS faces by managing performance based accounts at the same time as managing asset based, non-performance based accounts. For example, the nature of a performance fee poses an opportunity for CLS to earn more compensation than under a stand-alone asset based fee. Consequently, CLS may favor performance fee accounts over those accounts where we receive only an asset based fee. One way CLS may favor performance fee accounts is that we may devote more time and attention to performance fee accounts than to accounts under an asset based fee arrangement. Additionally, performance-based fees create an incentive for an adviser such as CLS to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Since we endeavor at all times to put the interests of our clients first as part of our fiduciary duty as a registered investment adviser, we take the following steps to address these conflicts:

1. We disclose to investors and prospective clients the existence of material conflicts of interest, including the potential for our firm and its employees to earn more compensation from some clients than others.
2. We have implemented written policies and procedures for fair and consistent allocation of investment opportunities among all clients.
3. We periodically compare holdings and performance of all accounts with similar strategies to identify significant performance disparities indicative of possible favorable treatment.
4. We educate our employees regarding the responsibilities of a fiduciary, including the equitable treatment of all clients, regardless of the fee arrangement.
5. Only clients that are able to assume additional risk are solicited to engage in a performance fee arrangement.

Item 7 Types of Clients

We provide investment advice to individuals, high net worth individuals, investment companies (including mutual funds), pension, retirement, 529 educational savings and profit sharing plans (other than plan participants), endowments, other pooled investment vehicles, trusts, estates, charitable organizations, corporations or other business entities, and state or municipal government entities. We may also provide advice to other persons or entities including other investment advisers and broker/dealers. Please refer to Item 8 for our general minimum account sizes based on the strategy selected. Exceptions to these minimums may be made in certain cases in our discretion.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

We offer investment strategies that span multiple investment styles and are designed to serve clients with varying degrees of active management. Active management, briefly, is the practice of making proactive changes in a portfolio due to changes in market valuations or outlook. The investment strategies can be classified into two main management styles, Risk Budgeted or Focused, and can be used for clients who have one or more of the following investment objectives (which may change over their investing lifetime): Accumulation, Income, Protection and Tax Management.

Accumulation: Portfolios are focused on total return, meaning growth of value through interest, capital gains, and dividends.

Income: Portfolios seek consistent, reliable distributions from a variety of traditional and non-traditional income-producing assets.

Protection: Portfolios pursue capital growth during sustained market uptrends, yet seek protection of assets during catastrophic market downturns.

Tax Management: Portfolios seek capital appreciation while seeking to minimize annual net taxable gains.

Risk Budgeting is the spending allowance with regard to risk that we allow for your portfolio. The risk associated with each investment is carefully considered before it is added to your portfolio. Under Risk Budgeting, you are assigned a risk budget and each security (fund) is assigned a risk value primarily based on volatility. The Risk Budget is expressed as a percentage of the risk relative to a diversified equity portfolio benchmark. For example, a Risk Budget of 100 would represent a portfolio with a risk similar to 100% of the risk of a diversified equity portfolio and a portfolio with a Risk Budget of 60 would represent a portfolio with a risk similar to 60% of the risk of a diversified equity portfolio. Within the constraints of the Risk Budget you select, we actively seek to identify attractive market opportunities. CLS's Risk Budgeting Methodology is flexible enough to be applied to a broad variety of client risk comfort levels, from aggressive to conservative. Risk Budgeted portfolios may include exchange traded funds (ETFs), mutual funds, and/or individual stocks and bonds.

CLS's Focused strategies employ an active allocation approach using mutual funds, ETFs, and closed end funds (CEFs) to target specific investment objectives or themes. Focused strategies will seek to add value by actively adjusting a portfolio by overweighting attractive market exposures and underweighting unattractive market exposures utilizing one or more themes. Strategies utilizing an active allocation methodology may hold more concentrated portfolios than portfolios managed using a risk-budgeted methodology. Increased concentration may lead to a wider range of performance over time. Additionally, portfolios holding concentrated investments in a particular market segment or sector make the portfolio more susceptible to any single economic, market, political or regulatory occurrence affecting that particular segment or sector than a more diversified portfolio. Focused strategies will still be risk-managed, but given their active mandates, may change their risk profiles as market conditions change. Consequently, Focused strategies are designed to be a part of, or supplement to, and not a substitute for, an overall well-diversified investment portfolio.

Please see below for an overview of strategies included in each of the four main investment objectives. As discussed further above in Item 5, accounts that utilize certain Focused strategies will be assessed a minimum annual fee. The Focused strategies subject to the minimum annual fee are identified in this section with an asterisk (*) after the strategy name. Following the strategy descriptions, you will find a chart that lists the available custodians and account minimums for each strategy.

A. ACCUMULATION STRATEGIES

1. AdvisorOne Funds Strategy

The AdvisorOne Funds Strategy uses Risk Budgeting to allocate your portfolio solely among Affiliated Funds according to your risk budget. Up to one hundred percent (100%) of the assets in this strategy will be invested in Affiliated Funds. You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please see Item 5 above and the applicable AdvisorOne Funds prospectus.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

2. AdvisorOne Hybrid Strategy (Formerly Known as CPM Strategy)

The AdvisorOne Hybrid Strategy uses Risk Budgeting and is offered utilizing a combination of Affiliated Funds and other investment options. Under this strategy you may select an initial allocation of thirty percent (30%), fifty percent (50%), or seventy-five percent (75%) of the assets in your account to be invested in Affiliated Funds with the remaining balance invested among other investment options. Your account will be rebalanced if your allocation to Affiliated Funds exceeds the target by 5% (i.e., 35%, 55% and 80%, respectively). You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please see Item 5 above and the applicable AdvisorOne Funds prospectus. That portion of the AdvisorOne Hybrid Strategy not utilizing Affiliated Funds may be managed utilizing investment research and/or portfolio models provided by third parties; therefore, a portion of the advisory fee paid by you to us may be used to compensate these third party providers.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

3. American Funds Strategy

The American Funds Strategy uses Risk Budgeting to provide professionally managed portfolios solely comprised of American Funds class F shares in a diversified, risk budgeted framework, according to your objectives determined from your Client Profile.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

4. American Hybrid Strategy

The American Hybrid Strategy uses Risk Budgeting and is offered utilizing a combination of Affiliated Funds and American Funds class F shares. An initial allocation of thirty percent (30%) of the assets in this strategy will be invested in Affiliated Funds with the remaining balance invested among American Funds. Your account will be rebalanced if your allocation to Affiliated Funds exceeds the target by 5%. You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please see Item 5 above and the applicable AdvisorOne Funds prospectus.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

5. Core ETF Strategy

The Core ETF Strategy uses Risk Budgeting to diversify your portfolio primarily among ETFs through investment platforms at designated custodians, according to your objectives determined from your Client Profile. Designed to actively seek intermediate- and long-term capital appreciation appropriate for your risk budget this strategy focuses on allocation to global ETFs. This strategy may be best suited for clients wishing to invest across multiple ETFs. This strategy may also use mutual funds for certain asset classes not readily accessible in ETF products.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

6. Core Plus ETF Strategy

The Core Plus ETF Strategy uses Risk Budgeting to diversify your portfolio primarily among ETFs through investment platforms at designated custodians, according to your objectives determined from your Client Profile. The strategy is focused on total return and seeks allocation to core asset class ETFs, as well as some targeted satellite ETF positions. This strategy may be best suited for clients wishing to invest across multiple ETFs. This strategy may also use mutual funds for certain asset classes not readily accessible in ETF products.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

7. Dual Core and Satellite Strategy

The assets in the Dual Core and Satellite Strategy are managed under a sub-advisory arrangement with Sound Asset Management Group, LLC ("SAM") utilizing Risk Budgeting. For additional information about SAM, please consult SAM's Form ADV Part 2 brochure.

The Dual Core and Satellite Strategy uses Risk Budgeting to diversify your portfolio among Affiliated Funds and ETFs through investment platforms at designated custodians, according to your objectives determined from your Client Profile. As your account grows in size, the portion of your account allocated to ETFs will increase and the portion allocated to Affiliated Funds will decrease. Accounts below \$75,000 will be allocated entirely to Affiliated Funds. Accounts between \$75,000 and \$500,000 will be allocated 50% to Affiliated Funds and 50% to ETFs. Accounts above \$500,000 will be allocated to ETFs and in some cases, bonds and individual securities.

Assets placed in Affiliated Funds will receive a credit (offset) against advisory fees that would otherwise be payable to us. The credit is determined by taking the highest amount of all direct operating expenses of the Affiliated Funds that may be held in your account (based on a 100% maximum allocation to Affiliated Funds), including management fees received by us from the Affiliated Funds. The offset of direct operating expenses does not include the underlying fund fees charged by each of the funds the Affiliated Funds may own. You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please consult the AdvisorOne Funds prospectus. A portion of the advisory fee paid by you to us will be used by us to compensate SAM.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Dual Core and Satellite Fee Schedule.

8. Individualized Account Management

The Individualized Account Management Strategy uses Risk Budgeting to diversify your portfolio among several different asset classes utilizing the mutual fund families available on your platform or through your custodian, according to your objectives determined from your Client Profile. Under the Individualized Account Management Strategy, part of your assets may be managed utilizing investment research and portfolio models provided by third parties; therefore, a portion of your advisory fee may be used by us to compensate these third party providers.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

9. Master Manager Strategy

The Master Manager Strategy uses Risk Budgeting to determine the proper allocation of your portfolio among various investment ETFs, bonds, individual securities and/or mutual funds with us acting as the asset allocation overlay manager. Based on your individual investment objectives, we may honor special requests regarding available mutual funds, ETFs and/or other securities to be utilized as well as investment research and sub-advisers.

This strategy will primarily utilize ETFs, individual taxable or non-taxable bonds and/or equities and may be sub-advised by third parties selected by us as indicated in your Investment Advisory Agreement or

managed utilizing investment research and portfolio models provided by third parties. A portion of the advisory fee paid by you to us may be used by us to compensate these third party providers. Your portfolio allocation will be based on your individual characteristics as determined from your Client Profile. This strategy may be best suited for clients wishing to have greater control over portfolio transactions, cash flow streams and/or greater visibility to the actual holdings of the portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

10. Socially Responsible Investing Strategy

The Socially Responsible Investing Strategy or "SRI" Strategy (which is also commonly referred to as Environmental, Social, and Governance or "ESG" investing) uses Risk Budgeting in accordance with your objectives determined from your Client Profile and invests in mutual funds, ETFs, and/or other securities that are deemed to be socially responsible. The Forum for Sustainable and Responsible Investment describes socially responsible investing as the practice of evaluating investment portfolios based on social, environmental and good corporate governance criteria.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

11. VA Managed Strategy

The VA Managed Strategy uses Risk Budgeting to diversify your portfolio according to your risk budget solely within the variable annuities specified by you, according to your objectives determined from your Client Profile. The strategy provides investment management of available sub-accounts in a diversified, risk-budgeted framework through multiple variable annuity providers to produce a risk-budgeted portfolio. The investment options ordinarily available to CLS in managing your account pursuant to this strategy may be limited if your variable annuity is subject to riders or other restrictions from the variable annuity provider.

Assets placed in this strategy will be billed in accordance with CLS's Variable Annuity Fee Schedule.

12. Active High-Quality Strategy*

The Active High-Quality Strategy is designed for clients who prefer an active, ETF-based strategy that invests in high-quality domestic equities. High-quality domestic equity securities are typically considered to be those companies with higher and more consistent profitability, stronger balance sheets, and higher dividend growth. The long-term risk target of the strategy is 95% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to

you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

13. Alternatives Strategy*

The Alternatives Strategy is designed for clients who prefer an active, ETF-based strategy that invests in alternative asset classes. The strategy will primarily utilize ETFs specializing in private equity, merger arbitrage, managed futures, active hedging, currencies, relative fixed income, technical and momentum analysis, and rules based quantitative analysis, among others. The strategy primarily invests in equities, but also may include commodities, currencies, and fixed income in some segments of the portfolio. The long-term risk target of the strategy is 40% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

14. Domestic Equities Strategy*

The Domestic Equities Strategy is designed for clients who prefer an active, ETF-based strategy that invests entirely in domestic equities. The long-term risk target of the strategy is 95% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

15. Enhanced Fixed Income Strategy*

The Enhanced Fixed Income Strategy is designed for clients who prefer an active, ETF-based strategy that primarily utilizes ETFs to invest in fixed income asset classes and secondarily alternative asset classes. The long-term risk target of the strategy is 20% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

16. International Rotation Strategy*

The International Rotation Strategy is designed for clients who prefer an active, ETF-based strategy that invests in international equities. The long-term risk target of the strategy is 105% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

17. Macro Inflation Strategy*

The Macro Inflation Strategy is designed for clients who prefer an active, ETF-based strategy that seeks real returns (returns in excess of inflation) over long time periods. The strategy seeks to protect client purchasing power by investing in a variety of global asset classes and sectors including Treasury Inflation Protected Securities (TIPS), floating rate bonds, select commodities, income generating real estate, equities, corporate bonds and various assets. The strategy will have an active approach to allocation, seeking to outpace the rate of inflation over the course of different market environments. The long-term risk target of the strategy is 50% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

18. Real Assets Strategy*

The Real Assets Strategy is designed for clients who prefer an active, ETF-based strategy that invests in real asset classes. The strategy will primarily utilize ETFs specializing in natural resource companies, commodities, and real estate. The strategy primarily invests in a combination of commodity ETFs and equity ETFs. The long-term risk target of the strategy is 90% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

19. Thematic Growth*

The Thematic Growth Strategy is designed for clients who prefer an active, ETF-based strategy that invests in accordance with CLS's Investment Themes. CLS's Investment Themes, which are established by CLS's Investment Committee, represent CLS's strongest investment convictions. The long-term risk target of the strategy is 100% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

B. INCOME STRATEGIES

20. ETF Managed Income Strategy

The ETF Managed Income Strategy uses Risk Budgeting to manage an account for clients seeking income from a diversified portfolio of income-producing assets. The strategy seeks to help clients with a desire for regular income meet their short and long-term income needs by dividing the account into up to three separate investment portfolios: immediate, short-term, and long-term.

If you enroll in this strategy, you may designate a specific amount of assets needed to satisfy your short-term income needs. These assets will be invested in a low-risk reserve portfolio that will seek to generate returns in excess of the average money market fund with risk less than or equal to low duration investment bonds. CLS recommends one to two years' worth of withdrawals; however, the strategy allows for you to specify your desired amount. If you elect systematic withdrawals on your account, assets will also be set aside in a low-risk cash account for those immediate, systematic withdrawals. The remainder of your account will be set aside in a long-term portfolio invested primarily in income or interest-generating investments. The long-term portfolio will be invested primarily in ETFs. Assets designated for this portfolio will seek to provide long-term growth and a steady stream of income.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

21. Master Manager Managed Income Strategy

The Master Manager Managed Income Strategy uses Risk Budgeting to manage an account for clients seeking consistent income from a diversified portfolio of income-producing assets. The strategy seeks to help clients with a desire for regular income to meet their short and long-term income needs by

dividing the account into up to three separate investment portfolios: immediate, short-term, and long-term.

If you enroll in this strategy, you may elect to designate a specific amount of assets needed to satisfy your short-term income needs. These assets will be invested in a low-risk reserve portfolio that will seek to generate returns in excess of the average money market fund with risk less than or equal to low duration investment bonds. CLS recommends one to two years' worth of withdrawals; however, the strategy allows for you to specify your desired amount. If you elect systematic withdrawals on your account, assets will also be set aside in a low-risk cash account for those immediate, systematic withdrawals. The remainder of your account will be set aside in a long-term portfolio invested primarily in income or interest-generating investments. The long-term portfolio will be invested in ETFs, bonds, individual securities, covered calls and/or mutual funds with CLS acting as the asset allocation overlay manager. Assets designated for this portfolio will seek to provide long-term growth and a steady stream of income.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

22. Active Income X Strategy*

The Active Income X Strategy is designed for clients who prefer an active strategy that seeks a specific yield by investing in income producing asset classes. You will be able to select a target yield between 3% and 7%. The strategy will primarily utilize CEFs and ETFs specializing in domestic and international equities, master limited partnerships, real estate, convertibles, senior bank loans, high yield bonds, international debt and active hedging, among others. The strategy will invest in a combination of non-traditional equity and fixed income securities. This portfolio will be risk-managed, but will generally be more volatile than an investment grade bond portfolio. The long-term risk target of the strategy ranges from 50-100% of the risk of a diversified equity portfolio depending upon the target yield you select. As the target yield increases, the long-term risk target of the strategy increases. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

23. American Income X Strategy*

The American Income X Strategy is designed for clients who prefer an active strategy that seeks a specific yield by investing in American Funds class F Shares and income producing asset classes. You will be able to select a target yield of 2%, 3%, or Max and CLS will seek to provide the target yield. If you select Max yield, CLS will seek to provide a 4% yield or the highest possible yield given current market

conditions. This strategy will be risk-managed, but risk levels will fluctuate with changing income conditions. Overall portfolio volatility is also expected to be higher than an investment grade bond portfolio.

The strategy will primarily utilize American Funds and ETFs that specialize in domestic and international equities, master limited partnerships, real estate, convertibles, senior bank loans, high yield bonds, international debt and active hedging, among others. The strategy will invest in a combination of traditional and nontraditional equity and fixed income securities. This portfolio will be risk-managed, but will generally be more volatile than an investment grade bond portfolio. The long-term risk target of the strategy ranges from 50-85% of the risk of a diversified global equity portfolio depending upon the target yield you select. As the target yield increases, the long-term risk target of the strategy increases. However, the risk of the strategy may change based upon current market conditions.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

C. PROTECTION STRATEGIES

24. AdvisorOne Protection Strategy

The AdvisorOne Protection Strategy utilizes Risk Budgeting and an active asset allocation methodology. Up to one hundred percent (100%) of the assets in this strategy will be invested in Affiliated Funds. This strategy allows you to elect to have a specified portion of your account placed into one or more Affiliated Funds that seek to "guard" your portfolio from large equity market declines with the remaining portion of your portfolio allocated in accordance with your risk budget among available Affiliated Funds. You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please see Item 5 above and the applicable AdvisorOne Funds prospectus.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

25. American Hybrid Protection Strategy

The American Hybrid Protection Strategy utilizes Risk Budgeting and an active asset allocation methodology utilizing both American Funds class F shares and Affiliated Funds. Under this strategy, approximately seventy percent (70%) of your portfolio is placed in American Funds according to your risk budget and the remaining thirty percent (30%) of your portfolio is allocated to Affiliated Funds that seek to provide a protective mechanism in the case of a severe market decline. You may at any time instruct us in writing not to place any of your managed assets in Affiliated Funds; however, in such event you will be required to select a different CLS strategy. For more information about the Affiliated Funds and any management fees received by us from the Affiliated Funds, please see Item 5 above and the applicable AdvisorOne Funds prospectus.

Assets placed in this strategy will be billed in accordance with CLS's Non-Wrap Fee Schedule.

26. Protected Equities Strategy*

The Protected Equities Strategy is designed for clients who prefer an active, ETF-based strategy that seeks to protect account principal against large market downturns, while also pursuing account growth. Clients who may be well-suited for this strategy often display the following characteristics: (i) are particularly sensitive to market declines due to a shortened investment time horizon or an extreme fear of decreasing account value, (ii) understand the strategy seeks to protect accounts against large, but not all, market declines, and (iii) recognize that, in this strategy, investment returns may lag when the market is significantly increasing. The long-term risk target of the strategy is 85% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio. The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

D. TAX MANAGEMENT STRATEGIES

27. Master Manager Tax-Managed Strategy

The Master Manager Tax-Managed Strategy uses Risk Budgeting to determine the proper allocation of your portfolio among various investment ETFs, bonds, individual securities and/or mutual funds with us acting as the asset allocation overlay manager. The primary emphasis of this strategy is performance, followed by diligence to tax liability. Tax consequences are taken into consideration for each transaction and generally, short-term gains are avoided, unless a portfolio transaction makes sense to avoid excessive loss in the security. Based on your individual investment objectives, we may honor special requests regarding available mutual funds, ETFs and/or other securities to be utilized as well as investment research and sub-advisers.

This strategy will primarily utilize ETFs, individual bonds and/or equities. Whenever possible, tax-free bonds are utilized. This strategy may be sub-advised by third parties selected by us as indicated in your Investment Advisory Agreement or managed utilizing investment research and portfolio models provided by third parties. A portion of the advisory fee paid by you to us may be used by us to compensate these third party providers. Your portfolio allocation will be based on your individual characteristics as determined from your Client Profile. This strategy may be best suited for clients wishing to have greater control over portfolio transactions, cash flow streams and/or greater visibility to the actual holdings of the portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

28. Tax Transition Strategy

The Tax Transition Strategy allows you to transfer assets into CLS's management and spread out the taxable gains from the sale of those assets. CLS will sell the assets transferred into the strategy over multiple tax years and transition the proceeds into CLS's management. Capital gains incurred from positions transferred into the strategy will be spread out over time for up to three tax years. CLS will set a net capital gain target for your account and will seek to limit capital gains for each tax year to that net capital gain target. CLS will regularly monitor the potential capital gains or losses of the assets held within the strategy. As assets are sold, CLS will transfer the proceeds into the CLS strategy selected by you.

Accounts must be non-qualified in order to be eligible for this strategy. CLS will rely upon the cost basis information provided by the custodian. If the custodian does not have the cost basis, it is your responsibility to provide this information to CLS. CLS will maintain cost basis information on a position by position basis; multiple tax lots will be combined into one capital gain/loss amount. Assets will be sold solely based upon the tax consequences of the transaction and entire positions will be liquidated in a single transaction. The Tax Transition Strategy is not Risk Budgeted and CLS will not monitor the risk of the assets transferred into the strategy.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

29. Tax-Aware Bond Strategy*

The Tax-Aware Bond Strategy is designed for clients who prefer an active, ETF-based strategy that primarily invests in ETFs specializing in municipal bond securities. The long-term risk target of the strategy is 10% of the risk of a diversified equity portfolio. However, the risk of the strategy may change based upon current market conditions. The strategy is designed to function as a complement and overlay to a traditional asset allocation and should be used only for a portion of an overall diversified investment portfolio.

The strategy is included in CLS's wrap fee program, where available, which means trade execution costs are paid by CLS out of the advisory fee that we receive from you and are not billed separately to you. Assets placed in this strategy will be billed in accordance with CLS's Wrap Fee Schedule. Please refer to our Wrap Fee Program Brochure for additional details regarding this service.

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

Custodian Guide

The following table indicates where the strategies listed above are available and the account minimum for each strategy at the available custodians. If an account minimum is not listed, the strategy is not available at that custodian.

	Brokerage Platforms				Brokerage Windows	
	CTC	TD Ameritrade	Schwab	Fidelity IWS	Fidelity Brokerage Link	TIAA- Cref
Accumulation Strategies						
1. AdvisorOne Funds	\$10,000	\$10,000	\$10,000	\$10,000	\$20,000	
2. AdvisorOne Hybrid	\$10,000				\$20,000	\$10,000
3. American Funds	\$10,000	\$10,000	\$10,000	\$10,000	\$20,000	
4. American Hybrid	\$10,000				\$20,000	
5. Core ETF	\$10,000	\$50,000	\$50,000	\$50,000		
6. Core Plus ETF	\$10,000	\$150,000	\$150,000	\$150,000		
7. Dual Core and Satellite	\$10,000					
8. Individualized Account Management (IAM)					\$20,000	\$10,000
9. Master Manager		\$500,000	\$500,000	\$500,000		
10. Socially Responsible Investing	\$10,000	\$10,000	\$10,000	\$10,000		
11. VA Managed*	\$10,000					
12. Active High-Quality	\$10,000	\$50,000	\$50,000	\$50,000		
13. Alternatives	\$10,000	\$50,000	\$50,000	\$50,000		
14. Domestic Equities	\$10,000	\$50,000	\$50,000	\$50,000		
15. Enhanced Fixed Income	\$10,000	\$50,000	\$50,000	\$50,000		
16. International Rotation	\$10,000	\$50,000	\$50,000	\$50,000		
17. Macro Inflation	\$10,000	\$50,000	\$50,000	\$50,000		
18. Real Assets	\$10,000	\$50,000	\$50,000	\$50,000		
19. Thematic Growth	\$10,000	\$50,000	\$50,000	\$50,000		
Income Strategies						
20. ETF Managed Income	\$10,000	\$150,000	\$150,000	\$150,000		
21. Master Manager Managed Income		\$500,000	\$500,000	\$500,000		
22. Active Income X		\$50,000	\$50,000	\$50,000		
23. American Income X	\$10,000					

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

Protection Strategies						
24. AdvisorOne Protection	\$10,000	\$10,000	\$10,000	\$10,000	\$20,000	
25. American Hybrid Protection	\$10,000				\$20,000	
26. Protected Equities	\$10,000	\$50,000	\$50,000	\$50,000		
Tax Management Strategies						
27. Master Manager Tax-Managed		\$750,000	\$750,000	\$750,000		
28. Tax Transition		\$150,000	\$150,000	\$150,000		
29. Tax Aware Bond	\$10,000	\$50,000	\$50,000	\$50,000		

*Accounts can also be held directly at the annuity company.

(k)Star RETIREMENT SOLUTIONS

We make various strategies available through selected investment platform providers designed for retirement plans that are trustee directed and/or permit plan participants the ability to self-direct their own investments and select customized professional investment management of their individual plan assets. Under our (k)Star Retirement Solutions strategies, we offer many of our strategies to plan sponsors and/or their plan participants for negotiated fees on select platforms. All platform arrangements are intended to facilitate the management of retirement plan assets and payments made by us to such platform service providers are disclosed to the plan sponsors pursuant to written plan sponsor agreements.

CLS also offers Target Date ETF models to certain retirement plans. CLS utilizes our Core Plus ETF strategy to manage ETF models that target a specific retirement year. Through this strategy, the retirement plan participants are responsible for selecting the appropriate model.

Further, we may make certain of our strategies available for use through certain platforms to cash balance plans as a way to supplement the retirement savings occurring in the primary retirement plan. In particular, the strategies available to cash balance plans combine a dynamic asset allocation methodology with covered call writing and risk management to create a portfolio for cash balance plans used to increase their ability to save for retirement on a pre-tax basis and to limit returns above a specified target. Such portfolios may include a portion of Affiliated Funds, ETFs and other investment options, including low volatility ETFs and U.S. Treasury Bills.

ADJUSTMENT OF PORTFOLIO RISK

Select strategies offer options with regard to the ability to automatically adjust the Risk Budget of your portfolio. The following options are available:

1. "Lifestyle Option" - For clients who desire their portfolio to gradually become more conservative over time, the Lifestyle Option will automatically decrease your Risk Budget by one point each year, gradually causing your portfolio to become more conservative over time. CLS recommends this option for

participants in retirement plans as a way to gradually decrease the risk to their retirement accounts as they approach retirement age. Please read your Client Profile carefully to ensure you have appropriately selected or opted out of this option on your account.

2. "Level Option" - For clients who wish their Risk Budget to remain fixed at its current level, the Level Option will maintain your Risk Budget at a consistent level over time.

NOTICE TO CLIENTS

You should know that it is impossible to predict the future and investing in securities involves risks and uncertainties. There is no assurance that we will attain your objectives, that any investment recommendation will be profitable, or a particular rate of return will be achieved. Each of our significant investment strategies contemplates investing some portion or all of a portfolio in mutual funds or ETFs. Although investing in mutual funds and ETFs generally involves less risk than investing in the securities of one issuer, investing in any securities, including mutual funds and ETFs, involves risk of loss that you should be prepared to bear.

Selecting one of the strategies described above may result in different performance results than what otherwise might have been achieved had you selected one of the other strategies. In addition, clients in the same strategy may have differing performance depending upon the individual investment objectives and risk tolerance of each client. Should you wish to change strategies, you must notify us in writing.

PRIVACY POLICY

We have a privacy policy designed to protect and safeguard your confidential information. A copy of our privacy policy is provided upon request.

BUSINESS CONTINUITY PLAN

We, along with our parent company, have a business continuity plan which provides a course of action for the assessment of a significant business disruption and for the continuation of its business following such an event. The business continuity plan consists of policies and procedures outlining the responsibilities of key personnel in the event of a significant business disruption.

Item 9 Disciplinary Information

We have no disciplinary events that we are required by SEC rules to disclose to you under this Item.

Item 10 Other Financial Industry Activities and Affiliations

Some of our executive officers perform services for other companies affiliated with us. CLS is an affiliate of NorthStar Financial Services Group, LLC ("NorthStar"). NorthStar also has the following affiliates: NorthStar Topco, LLC, Northern Lights Distributors, LLC, Orion Advisor Services, LLC, Gemini Fund Services, LLC, Gemini Alternative Funds, LLC, Gemini Hedge Fund Services, LLC, Blu Giant, LLC, Northern Lights Compliance Services, LLC, NorthStar CTC Holdings, Inc., and Constellation Trust Company, a Nebraska chartered trust company.

BROKER-DEALER

Related Persons: Northern Lights Distributors, LLC ("NLD")

Relationships and Arrangements with Related Persons:

In some circumstances, NLD, a registered broker-dealer and FINRA member, may receive customary compensation from mutual fund companies and/or variable annuity companies, including 12b-1 fees, for performing certain administrative and/or shareholder servicing related tasks associated with our clients' investments in such securities. NLD's securities business is primarily limited to mutual fund shares and variable insurance contracts. NLD also acts as underwriter to various investment companies including the AdvisorOne Funds. Both CLS and NLD are wholly-owned subsidiaries of NorthStar.

INVESTMENT COMPANIES

Related Persons: AdvisorOne Funds

Relationships and Arrangements with Related Persons:

We serve as the investment adviser to the following AdvisorOne Funds: CLS Global Aggressive Equity Fund, CLS Global Diversified Equity Fund, CLS Global Growth Fund, CLS Growth and Income Fund, CLS Flexible Income Fund, CLS Shelter Fund, CLS International Equity Fund, and Milestone Treasury Obligations Fund which are part of the AdvisorOne Funds trust (collectively these funds are referred to as "**Affiliated Funds**"). We receive a management fee from the **Affiliated Funds** we advise. A specified amount of your assets may be invested in **Affiliated Funds** as an integral part of some of our strategies. At any time, you have the right to prohibit us from investing any of your managed assets in **Affiliated Funds**. We receive a management fee calculated at the annual rate of 0.75% from each of the **Affiliated Funds**, except the annual rate is 0.40% from the CLS Flexible Income Fund and 0.10% from the Milestone Treasury Obligations Fund. In addition, CLS and our affiliated broker-dealer, NLD, may receive a portion of any shareholder servicing and/or 12b-1, as appropriate, fees paid by the **Affiliated Funds**. Please consult the AdvisorOne Funds prospectus for additional information about the **Affiliated Funds**. For current information regarding our **Affiliated Funds**, please refer to www.advisoronefunds.com.

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

Related Persons: The Saratoga Advantage Trust

Relationships and Arrangements with Related Persons:

We also serve as the sub-advisor to the U.S. Government Money Market Portfolio, a series of The Saratoga Advantage Trust. Under this arrangement, we serve as sub-adviser to Saratoga Capital Management, LLC, the manager of The Saratoga Advantage Trust. For providing sub-advisory services, we receive a fee that is based on the net assets managed ranging from 5 to 10 basis points (0.05% to 0.10%), reduced in the same percentage as the manager when the manager reduces its fees, but subject to a \$10,000 annual minimum.

TRUST COMPANY

Related Persons: Constellation Trust Company ("CTC")

Relationships and Arrangements with Related Persons:

CTC is a Nebraska chartered trust company and an affiliate of ours. Some of our executive officers also serve as officers and directors of CTC. CTC's custodial services facilitate clients who desire a third party investment adviser such as us to manage their account(s). We may recommend CTC to our clients. CTC has established electronic interfaces and capabilities necessary to maintain and aggregate custodial records and reporting for clients invested across various investment platforms. We have entered into an arrangement with CTC to waive the annual custodial fee for our clients. All other custodial fees and charges of CTC are set forth in the CTC custodial agreement. Trades for client accounts custodied at CTC are affected via the National Securities Clearing Corporation through arrangements with third parties including Matrix Settlement and Clearance Services, LLC ("Matrix") and TD Ameritrade, Inc. Some of the mutual funds held by our clients with assets custodied at CTC may pay shareholder servicing and/or 12b-1 fees to CTC, Matrix and/or our affiliated broker/dealer, Northern Lights Distributors, LLC, for distribution and/or shareholder servicing related assistance associated with making a client's investments in such funds.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

CODE OF ETHICS

We have adopted a joint code of ethics along with our parent holding company, NorthStar Financial Services Group, LLC, and Northern Lights Distributors, LLC, the distributor for the **Affiliated Funds** (the "Code") in compliance with Rule 17j-1 under the Investment Company Act of 1940 and with Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code establishes rules of conduct for all of our employees and is designed to, among other things, govern personal securities trading activities in the accounts of our employees. The Code contains general ethical principles and personal securities reporting provisions for our employees. In summary, the Code prohibits our employees from taking inappropriate advantage of their positions and the access to information concerning the investments or our investment intentions for our clients, or our ability to influence such investment intentions, for personal gain or in a manner detrimental to the interests of our clients. Rule 17j-1 and Rule 204A-1 make it unlawful for our employees to engage in conduct which is deceitful, fraudulent, or manipulative, or which involves false or misleading statements, in connection with the purchase or sale of securities. The Code acknowledges the general principles that us and/or our employees: (1) have a duty at all times to place the interests of clients first; (2) have a duty of loyalty to our clients; (3) must conduct all personal securities transactions in such a manner as to avoid any actual or potential conflict of interest; (4) must not use knowledge about current or pending client or portfolio transactions for the purpose of personal profit; (5) must safeguard nonpublic information; (6) maintain independence in the investment decision-making process; (7) must not give or receive gifts or participate in entertainment in violation of the Code's standards; (8) to the extent the broker is not directed by the client, have a duty of best execution for clients; and (9) ensure that investment advice is given in accordance with our fiduciary obligation.

A copy of the Code is available to clients or prospective clients upon request.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

We may recommend **Affiliated Funds**. You are advised of the possible use of **Affiliated Funds** in your agreement with us and in the applicable strategy descriptions, and have the right, at any time, to prohibit us from investing any of your managed assets in **Affiliated Funds**.

We and our employees may buy or sell securities identical to those recommended to you. It is our express policy that any person employed by us is prohibited from profiting at the expense of our clients and from competing with our clients.

PROCEDURES AND DISCLOSURES

The Code and other procedures adopted by us contain the following provisions to handle conflicts of interest:

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

- 1) We maintain records of all securities holdings for our clients, our self, our employees and affiliated parties. These holdings are reviewed on a regular basis by our compliance personnel.
- 2) No individual shall cause or attempt to cause any of our clients to purchase, sell or hold any interest in a security in a manner calculated to create any personal benefit or benefit any employee account. None of our officers or employees shall buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public upon reasonable inquiry.
- 3) Each of our employees submits quarterly reports and acknowledges the firm's policies and procedures with respect to the Code on an annual basis.
- 4) Each employee's personal trading accounts are reviewed on a regular basis by compliance personnel.
- 5) Any employee not in observance of the above may be subject to disciplinary action, and possible termination.
- 6) Clients are advised in their agreements with us and in the applicable strategy descriptions of the possible use of **Affiliated Funds** in which we have a financial interest. Clients may at any time, instruct us not to use **Affiliated Funds** in their accounts.

Item 12 Brokerage Practices

Some of our employees are licensed registered representatives of our affiliated broker-dealer, Northern Lights Distributors, LLC ("NLD"). As discussed in Item 10, NLD's securities business is primarily limited to mutual fund shares and variable insurance contracts; NLD does not serve as an introducing broker-dealer. Those licensed individuals may recommend NLD in this limited capacity to our advisory clients. However, clients are under no obligation to effect transactions through any recommended broker or dealer.

You are responsible for selecting the custodian of your accounts. Trades resulting from our management are submitted either directly to your selected custodian or in coordination with your selected custodian. In limited situations, we may establish accounts with various nonaffiliated third party broker-dealers as requested by you through the strategy selected. In these situations, we will only establish accounts that provide timely service and a fair price. We will attempt to find the lowest cost where possible. Establishment of an account with a third party broker-dealer will not increase the advisory fees payable by you; however, you will be responsible for any fees and/or expenses, including transaction costs, for the establishment and use of your account. As discussed above, CTC is an affiliate of CLS, but you are under no obligation to select CTC as your custodian and you are free to select any of the custodians we are able to work with.

If you direct us to manage assets with a specific broker-dealer or custodian, including broker-dealers and custodians that have been pre-approved by us, you have the sole responsibility for negotiating commission rates and other transaction costs. If you select a specific broker, we will not be required to effect any transaction through the specified broker if we reasonably believe that to do so may result in a breach of our fiduciary duties. You are advised that by instructing us to execute all transactions on behalf of your account through the specified broker, a disparity may exist between the commissions borne by your account and the commissions borne by our other clients that do not direct us to use a specified broker. You may also not necessarily obtain commission rates and execution as favorable as those that would be obtained if we were able to place transactions with other broker-dealers. You also may forego benefits that we may be able to obtain for our clients through negotiating volume discounts or block trades.

To the extent that we are responsible for selecting the broker-dealer to effect transactions for your account, we seek to achieve best execution for client transactions such that the net proceeds to the client and the overall qualitative execution are the most favorable under the circumstances. In selecting a broker-dealer, we consider the full range and quality of the services offered by the broker-dealer, including, but not limited to, execution capabilities, the commission rate charged, the value of research provided, the ability to obtain volume discounts, the broker-dealer's financial responsibility and their responsiveness to us and our clients.

Whenever possible, client trades are aggregated or block traded. The process of aggregating client trades is done in order to achieve better execution, to negotiate more favorable commission rates and to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when trades are placed independently. Aggregated orders are allocated to clients according to the average price of the order. Under this procedure, we calculate the average price and transaction charges for each transaction

included in a block order and assign the average price and transaction charge to each allocated transaction executed for the client's account. Additionally, CLS has established a trade rotation policy for trade instructions submitted to platform service providers.

TRADING FOR AFFILIATED FUNDS

When placing trades for our Affiliated Funds, we are responsible for selecting the broker-dealers to effect portfolio transactions, the negotiation of commissions and the allocation of principal business and portfolio brokerage. CLS seeks to obtain quality execution at the most favorable prices through responsible broker-dealers. However, under certain conditions, an Affiliated Fund may pay higher brokerage commissions in return for brokerage and research services as discussed below. In selecting broker-dealers to execute an Affiliated Fund's portfolio transactions, consideration is given to such factors as the price of the security, the rate of the commission, the size and difficulty of the order, the reliability, integrity, financial condition, general execution and operational capabilities of competing brokers and dealers, their expertise in particular markets and the brokerage and research services they provide to CLS or the Affiliated Funds. It is not the policy of CLS to seek the lowest available commission rate where it is believed that a broker or dealer charging a higher commission rate would offer greater reliability or provide better price or execution. The trading practices and execution quality for the Affiliated Funds are reviewed by the Affiliated Funds' board of trustees on at least an annual basis.

SOFT DOLLAR ARRANGEMENTS

Consistent with Section 28(e) of the Securities Exchange Act of 1934 and subject at all times to our duty to seek to achieve best execution, some brokerage firms that we use to execute transactions may provide us with certain brokerage and research services. Brokerage services include various communication services related to the execution, clearing and settlement of transactions, such as access to client account data (trade confirmations and account statements); the ability to allocate aggregated trade orders for multiple client accounts; and research, pricing information and other market data. Some of these services generally may be used to service all or a substantial number of our accounts, including accounts not maintained at the brokerage firm providing the service. In addition, some brokerage firms provide us access to their institutional trading and custody services which are typically not available to retail investors. We may have an incentive to select or recommend broker-dealers based on our interest in receiving the services or products which could differ from a client's interest in receiving most favorable execution. However, the products and services that we currently receive are not based on the amount of transactions directed or assets managed through a specific brokerage firm. Products and services received from brokerage firms are reviewed periodically to determine if the products or services are needed, whether such products or services provide legitimate assistance in the investment decision making process, and the reasonableness of the commissions paid in relation to the value of the products or services.

BEST EXECUTION COMMITTEE

We have a Best Execution Committee that meets on a quarterly basis to review our trade execution practices and to evaluate the full range and quality of broker-dealers used to execute transactions in order to ensure our trading practices are appropriate. The Best Execution Committee is responsible for monitoring CLS's trading practices, gathering relevant information, periodically reviewing and evaluating

the services provided by broker-dealers, the quality of executions, research, commission rates, and overall brokerage relationships, among other things. The committee is comprised of our Chief Compliance Officer, Chief Investment Officer, General Counsel, Manager of Institutional Trading, and Director of Trading.

ERROR COMMITTEE

We have established an Error Committee led by our Chief Compliance Officer that generally meets on a weekly basis to review reported errors. Possible errors may be identified by us, our clients, financial representatives and others. The Error Committee will review the facts surrounding each circumstance to determine whether an error has occurred. If the Error Committee determines an error has occurred, it will consider (i) the nature and cause of the error, (ii) whether you have been disadvantaged by the error, and (iii) suitability of the allocations resulting from an error. If necessary, we will perform calculations to determine whether you have experienced a loss resulting from our error and we will reimburse you for any losses suffered. If you benefitted from the error, you will keep any resulting gains. If the same error results in both losses and gains to your account, we will offset the losses with the gains and will reimburse you in the event the losses exceed the gains. For losses suffered as a result of our error, generally, we will issue a check to you or your custodian or otherwise credit your account for the amount of loss. In certain circumstances, we may credit your next advisory fee invoice for the amount of the loss. We will notify you of errors caused by us that resulted in a loss of more than \$10. Errors that result in a loss of less than \$10 will be corrected in your account but no notification will be sent to you. Our policy and practice is to monitor and reconcile all trading activity, identify and resolve any trade errors promptly, document each trade error with appropriate supervisory approval and maintain a trade error file.

Item 13 Review of Accounts

A designated new account specialist reviews information submitted by each new prospective client prior to initial trading and clients are assigned a suitable risk budget based on the responses submitted in their respective Client Profile.

Our portfolio managers monitor the account positions for asset performance and analyze market return and risk factors on a daily basis. Your allocations are weighted to best meet individual risk tolerances and objectives based on your selected investment management service.

We have an Investment Committee that meets formally on a quarterly basis that sets the overall direction of our investment management. Our portfolio managers are responsible for monitoring the investment company allocations on a daily basis.

For all investment management services, factors that may affect portfolio weightings include changes in economic, fundamental, statistical, technical, or valuation factors as determined by the Chief Investment Officer and portfolio managers.

Your financial representative has agreed to make periodic contact with you, at least annually. Together, you and your representative determine whether a change in your objectives warrants a change in the criteria used to manage your assets. We also make quarterly performance evaluations available to you that describe your current personal and investment information. We use this information as the primary reference for managing your account. If any information has changed, you are instructed to promptly advise us of any changes. If the information is current, no further action is required. You also have access to your account information at all times via our web site at www.clsinvest.com where you can view your investment objectives, investment policy statement and other important information regarding the management of your account.

Account reviews are facilitated through an arrangement with Orion Advisor Services, LLC ("Orion"), one of our affiliates. We have engaged Orion to provide a "back office" system which enables us to gather and aggregate client data from multiple platforms and providers, maintain portfolio models, review models and accounts for variances, analyze account performance, generate quarterly statements and other reports, facilitate the trading of client accounts and make information available on-line via the internet, in a secure manner, to clients, their financial representatives and their supervising broker/dealers or soliciting investment advisory firms. For accounts held at certain custodians, Orion has arranged for the custodian to cover CLS's Orion cost for the first year the account is maintained at the custodian.

Item 14 Client Referrals and Other Compensation

Certain mutual funds and variable annuities in which you may be invested may pay marketing fees, service fees, including shareholder service fees, 12b-1 fees, or bonus commissions to us or Northern Lights Distributors, LLC, our affiliated broker-dealer, as appropriate, or to Constellation Trust Company, our affiliated trust company, for marketing assistance or for the performance of certain administrative tasks associated with making an investment in such fund or annuity. Any such fees received by us will not be credited against the fees otherwise payable by you to us. Our employees or associated persons may also be invited to attend seminars and meetings with the costs associated with such meetings borne by a sponsoring brokerage firm or other party extending the invitation.

Some of our associated personnel, who are also registered representatives of a broker/dealer, may receive, from time to time, 12b-1 fees from mutual funds in which they have placed clients' funds.

We enter into marketing arrangements with other registered investment advisers and broker-dealers pursuant to which representatives of their firms ("Solicitors") offer our services to the public. These Solicitors refer us the majority of our clients. Through these arrangements, we pay a cash referral fee to the Solicitor and/or their firm based upon a percentage of our advisory fee.

Because accounts maintained with certain custodians are more efficient for us to manage, we may offer increased referral fee payouts for client assets maintained with these custodians, including client assets maintained with Constellation Trust Company, one of our affiliates. Under each of the investment strategies offered by us, **the amount of the referral fee we pay to the Solicitor may be up to one hundred percent (100%) of the amount of the advisory fee we receive from you.** The referral fee paid by CLS may vary based on custodian and investment strategy so there may be an incentive for Solicitors to recommend one strategy or custodian over another. In connection with these arrangements, we will comply with Rule 206(4)-3 under the Advisers Act. The referral fee is paid pursuant to a written agreement, which is retained by both your representative (Solicitor) and us. This information is disclosed to you prior to or at the time of entering into an investment advisory agreement with us. We also may offer these firms and Solicitors reimbursement of certain expenses approved by us.

On custodial platforms that allow for clients to utilize CLS's management but do not permit CLS to withdraw an advisory fee, such as self-directed brokerage windows, we may utilize one of our Affiliated Fund strategies and pay a solicitor fee out of the advisory fee received by CLS from the Affiliated Funds.

In addition to our customary solicitor referral fees, we may pay additional fees to our solicitors in return for referring other Solicitors to CLS and for marketing and other administrative or due diligence expenses. When compensating Solicitors for referring other Solicitors to CLS, we pay the referring Solicitor a flat fee based upon the total assets brought to CLS through the referral. Your advisory fee will not be increased as a result of this program. Information regarding this program is disclosed to you prior to or at the time of entering into an investment advisory agreement with us. Certain Solicitors may be invited to attend seminars and meetings hosted by CLS in which we may bear the full costs associated with Solicitor's attendance of such meetings. The purpose of these meetings will be to provide general market and industry information as well as information about CLS's advisory services.

We may pay a portion of the advisory fee to other affiliated or non-affiliated parties who assist with certain administrative tasks associated with the management of your account. Such tasks may include

CLS Investments, LLC
Form ADV Part 2A
March 28, 2017

account maintenance, data reconciliation, statement printing, investment research, sub-advisory services or other administrative tasks.

We may reimburse unaffiliated third parties for the costs of attending training seminars for the purpose of learning about our advisory business. We also may pay for costs associated with client seminars done for the purpose of acquiring or retaining clients for us. We may pay territorial/regional wholesaler compensation based in whole or in part on revenues generated from a wholesaler's territory or region. Such compensation is separately negotiated and is not based on individual clients.

Item 15 Custody

We do not maintain physical custody of your funds or securities; a qualified custodian selected by you maintains custody of your assets. While CLS does not maintain custody of your funds or securities, CTC, CLS's affiliated custodian, does maintain custody of client funds and securities. As a Nebraska chartered trust company, CTC is subject to an annual surprise exam conducted by an independent, third-party public accountant that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB).

Your custodian will provide you a statement (at least quarterly) identifying the amount of funds and of each security in your account at the end of the reporting period and setting forth all transactions in your account during the reporting period. Individual trade confirmations and reports of account activity may also be provided by your custodian. We also make various reports and quarterly performance evaluations accessible to you via secure internet access. As stated in our Investment Advisory Agreement, you agree to carefully review any statements and reports we provide to you and notify us within 30 days of your receipt should you have any concerns regarding such statements or reports or note any discrepancies. You should compare the account statements you receive from your qualified custodian with the information you receive from us to ensure its accuracy.

In addition to your statements, you have access to your account information at all times via our web site at www.clsinvest.com where you can view your investment objectives, investment policy statement and other important information regarding the management of your account. You are advised to periodically review all your account information to ensure it remains accurate in our records.

We will generally communicate with you via letters, market up-dates and other literature. Under circumstances where you have expressly consented, correspondence and notifications may be sent via electronic means (such as e-mail), or posted to a secure web site for your access.

For our investment company clients, the board of trustees is provided quarterly sales, investment, performance and other related reports as requested.

Item 16 Investment Discretion

For our discretionary advisory services, in order for us to actively manage your assets, we require that you appoint us as attorney-in-fact with full discretionary trading authority under our investment advisory agreement. This will allow us to buy or sell securities, as well as specify the amount of securities to invest, without first obtaining your specific consent. This authority is limited to the transfer or exchange of your funds between asset classes within mutual fund families, variable insurance product sub-accounts, ETFs, and/or other securities agreed to by you in accordance with the strategy selected by you. You are responsible for any transaction costs associated with the management of your assets unless otherwise agreed to by us as part of a wrap fee program. In cases where we determine the broker or dealer to be used, we will seek to obtain the best execution possible under the circumstances. You have the right to impose reasonable restrictions on CLS's management of your account. For example, you may instruct us not to purchase specific securities or types of securities. If we are unable to accommodate your request for any reason, we will notify you immediately.

Upon termination of our investment management services, we will have no obligation or authority to recommend or take any action with regard to your account.

Item 17 Voting Client Securities

PROXY POLICY

We do not receive proxies for securities held in your account(s). Unless otherwise agreed in writing, it is our policy not to vote, nor give any advice how to vote, proxies for securities held in your accounts. Proxies for securities held in your account(s) will be received by you directly from the custodian of your assets, or will be handled as otherwise agreed to between you and the custodian.

Proxies for the AdvisorOne Funds

We serve as investment adviser to certain investment companies under the AdvisorOne Funds trust (each a "Fund"). Each Fund is a fund of funds, meaning these Funds pursue their investment goals by investing primarily in other investment companies that are not affiliated ("Underlying Funds"). As a fund of funds, the Funds are required by the Investment Company Act of 1940 to handle proxies received from Underlying Funds in a certain manner. In particular, in accordance with our policy, we or our designee will vote all proxies received from the Underlying Funds in the same proportion that all shares of the Underlying Funds are voted, or in accordance with instructions received from Fund shareholders, pursuant to Section 12(d)(1)(F) of the Investment Company Act of 1940. Proxies received on behalf of the Funds that represent securities that are not investment companies will be voted according to our proxy voting policies. In general, we or our designee will vote in favor of routine proposals which do not change the structure, bylaws, or operations of a company to the detriment of the shareholders and will vote against proposals that clearly have the effect of restricting the ability of shareholders to realize the full potential value of their investment. A copy of our proxy voting policy may be provided to you upon your request.

All proxies received from the Funds will be reviewed with our Chief Compliance Officer or appropriate legal counsel to ensure proper voting. After properly voted, the proxy materials are placed in a file maintained by the Chief Compliance Officer for future reference.

Item 18 Financial Information

CLS does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. CLS is not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, CLS has not been the subject of a bankruptcy petition at any time.

Form ADV Part 2B: Brochure Supplement

March 28, 2017

This Brochure Supplement is a required document for all investment advisers and provides information about the Portfolio Managers of CLS Investments, LLC. The Portfolio Managers work in a team environment performing daily market reviews and allocation reviews within each fund and investment management service that we administer. Following is a professional biography of each Portfolio Manager who is a member of the portfolio management team and who may formulate investment advice on your behalf.

Additional information about CLS Investments, LLC or any of the Portfolio Managers is available on the SEC's website at www.adviserinfo.sec.gov.

Item 1 Cover Page

Rusty Vanneman
CLS Investments, LLC
17605 Wright Street, Omaha, Nebraska 68130
402-493-3313
March 28, 2017

This Brochure Supplement provides information about Rusty Vanneman that supplements the CLS Investments, LLC ("CLS") Brochure. You should have received a copy of that Brochure. Please contact the CLS Inside Sales Team at 888-455-4244 if you did not receive CLS's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Vanneman is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Mr. Vanneman was born in 1965. Mr. Vanneman received his Bachelor of Science degree in Management from Babson College in Wellesley, MA. Mr. Vanneman has over 20 years of investment research and management experience having worked previously with Kobren Insight Management, E*TRADE Financial, Fidelity Management and Research's Strategic Advisors, and Thomson Financial. Mr. Vanneman has earned the Chartered Financial Analyst Designation ("CFA") from the CFA Institute. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as a member; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For additional information regarding the CFA designation, please see the attached explanation.

Business Background for the preceding five years: Chief Investment Officer with CLS (since 9/2012); Chief Investment Officer with Kobren Insight Management (from 9/2008 to 3/2012); Director of Research/Portfolio Manager with Kobren Insight Management (1/2001 to 9/2008).

Item 3 Disciplinary Information

CLS is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item for Mr. Vanneman.

Item 4 Other Business Activities

Mr. Vanneman is currently licensed as a registered representative of Northern Lights Distributors, LLC ("NLD"). NLD is a statutory broker dealer affiliated with CLS and a distributor to mutual funds associated with CLS's business. Mr. Vanneman receives no additional compensation from NLD.

Item 5 Additional Compensation

In addition to his regular annual salary, Mr. Vanneman is also eligible to earn a target bonus percentage of his regular annual salary based on firm wide assets under management goals, individual investment performance, and team investment performance. Regarding firm wide assets under management goals, CLS management sets a quarterly assets under management target for CLS and a quarterly target bonus percentage for each Portfolio Manager that would be received if the quarterly assets under management target is achieved. To the extent the quarterly assets under management target falls below the targeted level, the Portfolio Manager's target bonus percentage would be reduced proportionately. Regarding investment performance, the bonus is determined by how well the Portfolio Manager and the team perform versus risk-budgeted benchmarks. The bonus is determined and payable, if applicable, on a quarterly basis. Mr. Vanneman does not receive additional compensation for providing advisory services from any other source outside of CLS.

Item 6 Supervision

Mr. Vanneman is supervised by Ryan Beach, Chief Executive Officer of CLS, who may be reached at 402-493-3313.

Item 1 Cover Page

Marc Pfeffer
CLS Investments, LLC
17605 Wright Street, Omaha, Nebraska 68130
866-811-0225
March 28, 2017

This Brochure Supplement provides information about Marc Pfeffer that supplements the CLS Investments, LLC ("CLS") Brochure. You should have received a copy of that Brochure. Please contact the CLS Inside Sales Team at 888-455-4244 if you did not receive CLS's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Pfeffer is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Mr. Pfeffer was born in 1964. After high school, Mr. Pfeffer received his Bachelor of Science degree in Finance from the State University at Buffalo and then received a Master of Business Administration from Fordham University. Mr. Pfeffer has over 25 years of investment management experience having worked previously with Goldman Sachs Asset Management and Bear Stearns.

Business Background for the preceding five years: Portfolio Manager with CLS (since 8/2011); Chief Investment Officer with Milestone Capital Management, LLC (from 6/2004 to 8/2011).

Item 3 Disciplinary Information

CLS is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item for Mr. Pfeffer.

Item 4 Other Business Activities

Mr. Pfeffer is currently licensed as a registered representative of Northern Lights Distributors, LLC ("NLD"). NLD is a statutory broker dealer affiliated with CLS and a distributor to mutual funds associated with CLS's business. Mr. Pfeffer receives no additional compensation from NLD.

Item 5 Additional Compensation

In addition to his regular annual salary, Mr. Pfeffer is also eligible to earn a target bonus percentage of his regular annual salary based on firm wide assets under management goals, individual investment performance, and team investment performance. Regarding firm wide assets under management goals, CLS management sets a quarterly assets under management target for CLS and a quarterly target bonus percentage for each Portfolio Manager that would be received if the quarterly assets under management target is achieved. To the extent the quarterly assets under management target falls below the targeted level, the Portfolio Manager's target bonus percentage would be reduced proportionately. Regarding investment performance, the bonus is determined by how well the Portfolio

Manager and the team perform versus risk-budgeted benchmarks. The bonus is determined and payable, if applicable, on a quarterly basis. Mr. Pfeffer does not receive additional compensation for providing advisory services from any other source outside of CLS.

Item 6 Supervision

Mr. Pfeffer is supervised by Rusty Vanneman, Chief Investment Officer of CLS, who may be reached at 402-493-3313.

Item 1 Cover Page

Grant Engelbart
CLS Investments, LLC
17605 Wright Street, Omaha, Nebraska 68130
402-493-3313
March 28, 2017

This Brochure Supplement provides information about Grant Engelbart that supplements the CLS Investments, LLC ("CLS") Brochure. You should have received a copy of that Brochure. Please contact the CLS Inside Sales Team at 888-455-4244 if you did not receive CLS's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Engelbart is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Mr. Engelbart was born in 1987. After high school, Mr. Engelbart received his Bachelor of Science degree in Business Administration with an emphasis in Finance from the University of Nebraska at Lincoln. Mr. Engelbart has earned the Chartered Financial Analyst Designation ("CFA") from the CFA Institute. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as a member; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For additional information regarding the CFA designation, please see the attached explanation.

Business Background for the preceding five years: Portfolio Manager with CLS (since 12/2013); Research/Portfolio Analyst with CLS (from 6/2012 to 12/2013); Project Manager with CLS (5/2011 to 6/2012); Portfolio Administrator with CLS (from 7/2010 to 5/2011); Trading Specialist with CLS (from 11/2009 to 7/2010). Prior to joining CLS, Mr. Engelbart served as a Mutual Fund Accountant for State Street Corporation (7/2009 to 11/2009).

Item 3 Disciplinary Information

CLS is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item for Mr. Engelbart.

Item 4 Other Business Activities

Mr. Engelbart is not engaged in any other business activities.

Item 5 Additional Compensation

In addition to his regular annual salary, Mr. Engelbart is also eligible to earn a target bonus percentage of his regular annual salary based on firm wide assets under management goals, individual investment performance, and team investment performance. Regarding firm wide assets under management goals, CLS management sets a quarterly assets under management target for CLS and a quarterly target bonus percentage for each Portfolio Manager that would be received if the quarterly assets under management target is achieved. To the extent the quarterly assets under management target falls below the targeted level, the Portfolio Manager's target bonus percentage would be reduced proportionately. Regarding investment performance, the bonus is determined by how well the Portfolio Manager and the team perform versus risk-budgeted benchmarks. The bonus is determined and payable, if applicable, on a quarterly basis. Mr. Engelbart does not receive additional compensation for providing advisory services from any other source outside of CLS.

Item 6 Supervision

Mr. Engelbart is supervised by Rusty Vanneman, Chief Investment Officer of CLS, who may be reached at 402-493-3313.

Item 1 Cover Page

Paula Wieck
CLS Investments, LLC
17605 Wright Street, Omaha, Nebraska 68130
402-493-3313
March 28, 2017

This Brochure Supplement provides information about Paula Wieck that supplements the CLS Investments, LLC ("CLS") Brochure. You should have received a copy of that Brochure. Please contact the CLS Inside Sales Team at 888-455-4244 if you did not receive CLS's Brochure or if you have any questions about the contents of this supplement.

Additional information about Ms. Wieck is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Ms. Wieck was born in 1979. After high school, Ms. Wieck received her Bachelor of Science degree in Business Administration with an emphasis in Finance from the University of Nebraska at Omaha. Ms. Wieck has earned the Chartered Financial Analyst Designation ("CFA") from the CFA Institute. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as a member; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For additional information regarding the CFA designation, please see the attached explanation.

Business Background for the preceding five years: Portfolio Manager with CLS (since 7/2010); Project Manager with CLS (from 12/2007 to 7/2010); Portfolio Administrator with CLS (from 11/2006 to 12/2007). Prior to joining CLS, Ms. Wieck served as a Conversion Specialist with Orion Advisor Services, LLC (from 6/2005 to 11/2006).

Item 3 Disciplinary Information

CLS is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item for Ms. Wieck.

Item 4 Other Business Activities

Ms. Wieck is not engaged in any other business activities.

Item 5 Additional Compensation

In addition to her regular annual salary, Ms. Wieck is also eligible to earn a target bonus percentage of her regular annual salary based on firm wide assets under management goals, individual investment performance, and team investment performance. Regarding firm wide assets under management goals, CLS management sets a quarterly assets under management target for CLS and a quarterly target bonus

percentage for each Portfolio Manager that would be received if the quarterly assets under management target is achieved. To the extent the quarterly assets under management target falls below the targeted level, the Portfolio Manager's target bonus percentage would be reduced proportionately. Regarding investment performance, the bonus is determined by how well the Portfolio Manager and the team perform versus risk-budgeted benchmarks. The bonus is determined and payable, if applicable, on a quarterly basis. Ms. Wieck does not receive additional compensation for providing advisory services from any other source outside of CLS.

Item 6 Supervision

Ms. Wieck is supervised by Rusty Vanneman, Chief Investment Officer of CLS, who may be reached at 402-493-3313.

Item 1 Cover Page

Joseph Smith
CLS Investments, LLC
17605 Wright Street, Omaha, Nebraska 68130
402-493-3313
March 28, 2017

This Brochure Supplement provides information about Joseph Smith that supplements the CLS Investments, LLC ("CLS") Brochure. You should have received a copy of that Brochure. Please contact the CLS Inside Sales Team at 888-455-4244 if you did not receive CLS's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Smith is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Mr. Smith was born in 1984. After high school, Mr. Smith received his Bachelor of Science in Economics from the University of Washington. He later received his Master of Business Administration (MBA) degree from the Tepper School of Business at Carnegie Mellon University. Mr. Smith has earned the Chartered Financial Analyst Designation ("CFA") from the CFA Institute. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as a member; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For additional information regarding the CFA designation, please see the attached explanation.

Business Background for the preceding five years: Senior Market Strategist with CLS (since 5/2015); Teaching Assistant at Carnegie Mellon University (from 3/2014 to 5/2015); Senior Product Specialist with Charles Schwab & Co., Inc. (11/2012 to 7/2013); Analyst with Russell Investments (from 1/2007 to 8/2012).

Item 3 Disciplinary Information

CLS is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item for Mr. Smith.

Item 4 Other Business Activities

Mr. Smith is not engaged in any other business activities.

Item 5 Additional Compensation

In addition to his regular annual salary, Mr. Smith is also eligible to earn a target bonus percentage of his regular annual salary based on firm wide assets under management goals, individual investment

performance, and team investment performance. Regarding firm wide assets under management goals, CLS management sets a quarterly assets under management target for CLS and a quarterly target bonus percentage for each Portfolio Manager that would be received if the quarterly assets under management target is achieved. To the extent the quarterly assets under management target falls below the targeted level, the Portfolio Manager's target bonus percentage would be reduced proportionately. Regarding investment performance, the bonus is determined by how well the Portfolio Manager and the team perform versus risk-budgeted benchmarks. The bonus is determined and payable, if applicable, on a quarterly basis. Mr. Smith does not receive additional compensation for providing advisory services from any other source outside of CLS.

Item 6 Supervision

Mr. Smith is supervised by Rusty Vanneman, Chief Investment Officer of CLS, who may be reached at 402-493-3313.

The CLS personnel listed above (with the exception of Marc Pfeffer) have attained the Chartered Financial Analyst (“CFA”) charter. CFA is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charter holders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as a member; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charter holders to:

- Place their clients’ interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today’s quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charter holders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.